

**EXHIBIT 1**

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "J.P. MORGAN TRUST COMPANY OF DELAWARE" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTEENTH DAY OF FEBRUARY, A.D. 1911, AT 5 O'CLOCK P.M.

CERTIFICATE OF RENEWAL, FILED THE TWENTY-THIRD DAY OF NOVEMBER, A.D. 1992, AT 12 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "CORPORATION REGISTRATION AND TRUST COMPANY" TO "J.P. MORGAN DELAWARE TRUST COMPANY", FILED THE TWENTY-FIFTH DAY OF JANUARY, A.D. 1994, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "J.P. MORGAN DELAWARE TRUST COMPANY" TO "J.P. MORGAN TRUST COMPANY OF DELAWARE", FILED THE SEVENTH DAY OF JUNE, A.D. 1994, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 4170547

DATE: 09-21-05

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CERTIFICATE OF INCORPORATION  
OF  
CORPORATION REGISTRATION AND TRUST COMPANY.

First: The name of this corporation is  
CORPORATION REGISTRATION AND TRUST COMPANY.

Second: The location of its principal office in  
the State of Delaware, is in the City of Wilmington,  
County of New Castle. The name of the agent therein  
and in charge thereof, and upon whom legal process  
against this corporation may be served is Corporation  
Registration & Trust Company.

Third: The objects for which this Company is  
formed are to do any or all of the things herein  
set forth to the same extent as natural persons  
might or could do, and in any part of the world, as  
principals, agents, contractors, trustees or other-  
wise, and either alone or in company with others,  
and this corporation shall have the following  
powers, viz.:

To the same extent and in the same manner  
as a natural person being an actual resident of the  
State of Delaware now or could hereafter do, to act  
as the agent of and to represent in and throughout  
the State of Delaware, corporations domestic and  
foreign, and especially to act as the agent upon  
whom process against all such corporations and all  
notices, official or otherwise, may be served.

For and in behalf of foreign corporations to  
apply for, to obtain and procure to be issued by the

Secretary of State, or other officer of Delaware in accordance with the laws of this State, as they now are or hereafter may be, certificate or certificates authorizing such foreign corporation to transact business in this State, and authorizing this corporation to be the duly accredited agent in Delaware of such foreign corporations.

To provide, to keep, to maintain in the State of Delaware for and in behalf of, and as the agent of corporations (both domestic and foreign) whether organized under the laws of the State of Delaware or elsewhere, offices, principal or otherwise, and therein to keep the stock, transfer and all other books and documents, records and property of every sort and kind of such corporations, for all purposes, including the transfer and registration of stocks, bonds and debentures.

And for the aforesaid or any other purpose or purposes, this corporation shall have full power and authority to the same extent as a natural person, and an actual resident of Delaware, to act as the agent of and to represent in Delaware foreign and domestic corporations, and as such agent and in behalf of all such corporations, to do each and every thing which is now or may be hereafter required of or in behalf of such corporations, by the laws of the State of Delaware, now or hereafter enacted.

To keep and maintain safe deposit vaults and boxes and to take and receive upon deposit for safe keeping and storage, stocks, bonds, securities, papers, books and documentary records and personal property of every sort and kind, and to let out vaults, safes and other receptacles.

To promote, to aid with capital, credit means or resources, to organize, to reorganize or otherwise assist and afford facilities to any body politic or corporation, association, or to any company or companies organized or to be organized under the laws of the State of Delaware or elsewhere and desiring to do business in the State of Delaware or elsewhere.

To act as the fiscal or transfer agent of any State, municipality, body politic or corporation, and in such capacity to receive and disburse money, and transfer register and counter certificates of stock, bonds or other evidences of indebtedness.

To act as the trustee for the holders of or otherwise in relation to any bonds, stock or debentures, issued or to be issued by any corporation.

To act as Trustee under any mortgage or bond issued by any municipality, body politic or corporation, and accept and execute any other municipal or corporate trust, and generally to undertake and execute any trusts, the undertaking whereof may seem calculated directly or indirectly to benefit this company not inconsistent with the laws of this State.

To take, accept and execute any and all such trusts and powers of whatever nature or description as may be conferred upon or entrusted or committed to it by any person or persons, or any body politic, corporation or other authority, by grant, assignment, transfer, device, bequest or otherwise, or which may be entrusted or committed or transferred to it or invested in it by order of any Court of Record and to receive and take and hold any property or estate, real or personal, which may be the subject of any such trust.

To guarantee the legality and regularity of corporate organizations and the acts and procedure of

such corporations.

To examine, insure and guarantee the title to lands in Delaware.

To enter into, make, perform and carry out contracts of every kind, with any person, firm, association or corporation.

To purchase or otherwise acquire, to hold, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of, and to guarantee, underwrite, register and transfer bonds, mortgages, debentures, obligations or shares of the capital stock of any corporation, and to exercise while the owner thereof all the rights, powers, and privileges, including the right, to vote thereon, which natural persons being the owner of such stock and property, might, could and would exercise.

To the same extent as natural persons might or could do, to purchase, or otherwise acquire, to hold, own, to mortgage, sell, convey or otherwise dispose of without limit as to amount, within or without the State of Delaware, real and personal property of every class and description.

To procure the Company to be registered or recognized and to carry on its operations and business, and to have and maintain one or more offices, and to hold, purchase, mortgage and convey real and personal property out of the State of Delaware, and in any State or territory of the United States, and in any foreign country or place.

To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or attainment of any of the objects hereinbefore enumerated, or which shall at any time appear conducive or expedient for the protection or benefit of the Company and in general to engage in any and all

lawful business whatever, necessary or convenient.

The foregoing clause shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

IN GENERAL to carry on any other business in connection with the foregoing, and to have and to exercise all the powers conferred by the laws of Delaware upon corporations formed under the Act hereinafter referred to.

Fourth: The total authorized capital stock of this Corporation is One Hundred Thousand Dollars (\$100,000.00) divided into One Thousand shares of One Hundred Dollars each.

Fifth. The capital stock with which the corporation will commence business is subscribed by the incorporators as follows:

Name.	Residence.	No. of Shares.
F. R. Hansell,	Philadelphia, Pa.	4
Geo.H.B.Martin,	Gamden, N.J.	3
S. C. Seymour,	do	3

Sixth. This corporation is to have perpetual existence.

Seventh. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

Eighth. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors are expressly authorized:

To make, alter, amend and rescind the by-laws of this corporation, to fix the amount to be reserved as working capital, to authorize and cause to be ex-

mortgages and liens upon the real and personal property of this corporation.

With the consent in writing and pursuant also to the affirmative vote of the holders of a majority of the stock issued and outstanding, to sell, assign, transfer, or otherwise dispose of the whole or any part of the property of this corporation.

From time to time to determine whether and to what extent, and at what time and places and under what conditions and regulations, the accounts and books of this corporation (other than the stock ledger) or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account or book or document of this corporation except as conferred by statute or authorized by the Directors, or by a resolution of the stockholders.

If the by-laws so provide, to designate two or more of their number to constitute an Executive Committee which Committee shall for the time being, as provided in said resolution or in the By-Laws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

Both stockholders and directors shall have power, if the By-Laws so provide, to hold their meetings either within or without the State of Delaware, to have one or more offices in addition to the principal office in Delaware, and to keep the books of this Corporation (subject to the provisions of the statute) outside of the State of Delaware at such places as may be from time to time designated by them.

The corporation may in its By-Laws confer powers additional to the foregoing upon the directors, in addition to the powers and authorities expressly conferred upon them, by the Statute.

This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of an Act of the Legislature of the State of Delaware, entitled "An Act Providing a General Corporation Law," (approved March 10th, 1899) and the acts amendatory thereof and supplemental thereto, do make and file this certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinbefore set forth, and accordingly have hereunto set our hands and seals this Sixteenth day of February, A.D. 1911.

In presence of:

*Joseph J. Kotter* *F. R. Hanwell (L.S.)*  
*James S. Marley (L.S.)*  
*H. D. Raymond (L.S.)*

State of Pennsylvania, }  
County of Philadelphia, } ss.

BE IT REMEMBERED, That on this Sixteenth day  
of February, A.D. 1911, personally came before me, a  
Notary Public for the State of Pennsylvania, F. R. Hinsel,  
Geo. H. B. Martin and S. C. Seymour, parties to the foregoing  
certificate of incorporation, known to me personally  
to be such, and severally acknowledged the said certificate  
to be the act and deed of the signers respectively, and  
that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and  
year aforesaid.

*Joseph J. Coffey*  
Notary Public.

My Commission Expires May 14th, 1911.



**CERTIFICATE****FOR RENEWAL AND REVIVAL OF CHARTER**

Corporation Registration and Trust Company, a corporation organized under the laws of Delaware, the Certificate of Incorporation of which was filed in the Office of the Secretary of State on the 18th day of February, 1911, the charter of which was voided for non-payment of taxes, now desires to procure a restoration, renewal and revival of its charter, and hereby certifies as follows:

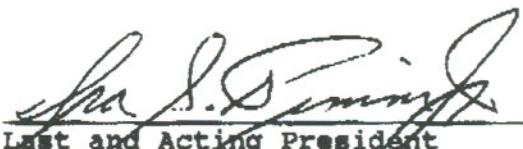
1. The name of this corporation is Corporation Registration and Trust Company.

2. Its registered office in the State of Delaware is located at 1202 North Market Street, Wilmington, County of New Castle. The name of its registered agent is Delaware Corporation Organizers, Inc.

3. The date when the restoration, renewal, and revival of the charter of this company is to commence is the 28th day of February 1985, same being prior to the date of the expiration of the charter. This renewal and revival of the charter of the corporation is to be perpetual.

4. This corporation was duly organized and carried on the business authorized by its charter until the 1st day of March, 1985, at which time its charter became inoperative and void for non-payment of taxes and this certificate for renewal and revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

IN TESTIMONY WHEREOF, and in compliance with the provisions of Section 312 of the General Corporation Law of the State of Delaware, as amended, providing for the renewal, extension and restoration of charters, the last and acting President and the last and acting Secretary of Corporation Registration and Trust Company have hereunder set their hands to this certificate this 23rd day of November, 1992.

  
John S. Dennis  
Last and Acting President

ATTEST:

  
James A. Curran  
Last and Acting Secretary

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 04:30 PM 01/25/1994  
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CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
CORPORATION REGISTRATION AND TRUST COMPANY

Corporation Registration and Trust Company, a Delaware corporation (the "Corporation"), does hereby certify:

The amendment set forth below to the Corporation's Certificate of Incorporation, as heretofore amended, was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware:

That Article FIRST be and hereby is amended as follows:

**FIRST:** The name of the corporation is J.P. Morgan Delaware Trust Company.

IN WITNESS WHEREOF, Corporation Registration and Trust Company has caused this Certificate to be signed and attested by its duly authorized officers, this 25<sup>th</sup> day of January, 1994.

CORPORATION REGISTRATION AND TRUST COMPANY

By:

  
John J. Coleman  
President

ATTEST:

  
Patrick J. Nelson

Secretary

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 06/07/1994  
944102777 - 26833

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
J.P. MORGAN DELAWARE TRUST COMPANY

J.P. Morgan Delaware Trust Company, a Delaware corporation (the "Corporation"), does hereby certify:

The amendment set forth below to the Corporation's Certificate of Incorporation, as heretofore amended, was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware:

That Article FIRST be and hereby is amended as follows:

**FIRST:** The name of the corporation is J.P. Morgan Trust Company of Delaware.

IN WITNESS WHEREOF, J.P. Morgan Delaware Trust Company has caused this Certificate to be signed and attested by its duly authorized officers, this 6th day of June, 1994.

J.P. MORGAN DELAWARE TRUST COMPANY

By:

  
John J. Coleman  
President

ATTEST:

  
James C.P. Berry  
Secretary